

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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ORDER UNDER 11 U.S.C. § 365 AND FED. R. BANKR. P. 6006
AUTORIZING REJECTION OF OEM LICENSE AND
SUPPLY AGREEMENT WITH INOVISE MEDICAL, INC.

("INOVISE REJECTION ORDER")

Upon the motion, dated April 21, 2006 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 authorizing Delphi Medical Systems Corporation ("Delphi Medical") to reject that certain OEM License and Supply Agreement dated as of April 11, 2005 by and between Inovise Medical, Inc. and Delphi Medical (the "Agreement") effective as of May 12, 2006; and upon the record of the hearing held on the Motion; and after due deliberation thereon, and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:

- A. The Debtors have exercised reasonable business judgment in seeking authorization to reject the Agreement.
- B. The relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest.

C. The notice given by the Debtors of the Motion and the hearing thereon constitutes due and sufficient notice thereof.

D. Good and sufficient cause has been shown for the entry of this Order.

THEREFORE, IT IS ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

2. Effective as of May 12, 2006, the Agreement shall be rejected by Delphi Medical pursuant to section 365(a) of the Bankruptcy Code.

3. Notwithstanding any provision of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, or the Federal Rules of Bankruptcy Procedure to the contrary, this Order shall take effect immediately upon entry.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

5. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
May __, 2006

UNITED STATES BANKRUPTCY JUDGE